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Attorneys for Defendant

Bankrate, Inc.

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

BANXCORP,

Plaintiff,

vs.

BANKRATE, INC.,

Defendant.

Civil Action No. 07-3398

Hon. Susan G. Wigenton, U.S.D.J.

**DECLARATION OF
R. SCOTT THOMPSON, ESQ.**

I, R. Scott Thompson, Esq., of full age, being duly sworn according to law, do depose and state as follows:

1. I am an Attorney-at-Law of the State of New Jersey and a Member of Lowenstein Sander PC, attorneys for Defendant Bankrate, Inc. in the above referenced matter.

2. I offer this Declaration in support of Defendant's Motion to Dismiss the Fourth Amended Complaint.

3. A true and correct excerpted copy of the transcript of the parties' January 28, 2011 in-person hearing before the Honorable Madeline Cox Arleo, U.S.M.J. is attached as Exhibit A.

4. A true and correct copy (with redactions) of the October 2002 “Distribution Agreement” between Bankrate, Inc. and Dow Jones & Co. is attached as Exhibit B. Defendant Bankrate has designated the agreement as “Confidential” under the Discovery Confidentiality Order in this case and therefore, it is filed under seal. A copy of the agreement will be forwarded to the Court and plaintiff for their review.

5. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the above statements are true and correct.

Dated: April 11, 2011

/s/ R. Scott Thompson
R. Scott Thompson